

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11

CD STORES, LLC, *et al.*,

Case No. 14 - 11192 (SCC)

(Jointly Administered)

Debtors.
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**ORDER (I) APPROVING FIRST AMENDED DISCLOSURE STATEMENT FOR FIRST
AMENDED JOINT PLAN OF REORGANIZATION FOR CD STORES, LLC, *ET AL.* UNDER
CHAPTER 11 OF THE BANKRUPTCY CODE, (II) CONFIRMING FIRST AMENDED JOINT
PLAN OF REORGANIZATION FOR CD STORES, LLC, *ET AL.* UNDER CHAPTER 11 OF
THE BANKRUPTCY CODE, AND (III) GRANTING RELATED RELIEF**

Upon the *Joint Plan of Reorganization for CD Stores, LLC, et al., Under Chapter 11 of the Bankruptcy Code* dated as of July 14, 2014 (ECF Doc. No. 44) (as amended, the “**Plan**”)¹; and upon the *Disclosure Statement for Joint Plan of Reorganization for CD Stores, LLC, et al., Under Chapter 11 of the Bankruptcy Code*, dated July 14, 2014 (ECF Doc. No. 45) (as amended, the “**Disclosure Statement**”); the *Debtors’ Application for Entry of an Order (I) Conditionally Approving Debtors’ Proposed Disclosure Statement as Providing “Adequate Information” Under 11 U.S.C. § 1125(a)(1), (II) Establishing Deadlines and Procedures for (A) Filing Objections to Final Approval of Proposed Disclosure Statement, and Confirmation of Debtors’ Proposed Plan of Reorganization, and (B) Voting on the Plan, and (III) Granting Related Relief* (ECF Doc. No. 46); the *Order (I) Conditionally Approving Debtors’ Proposed Disclosure Statement as Providing “Adequate Information” Under 11 U.S.C. § 1125(a)(1), (II) Establishing Deadlines and Procedures for (A) Filing Objections to Final Approval of Proposed Disclosure Statement, and Confirmation of Debtors’ Proposed Plan of Reorganization, and (B) Voting on the Plan, and (III) Granting Related Relief* (ECF Doc. No. 47) (the “**Disclosure Statement Order**”); and upon the *First Amended Disclosure Statement for the First Amended Joint Plan of Reorganization for CD Stores, LLC, et al., Under Chapter 11 of the Bankruptcy Code*, dated July 17, 2014 (ECF Doc. No. 49); and upon the *First Amended Joint Plan of*

¹ All capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Plan.

Reorganization for CD Stores, LLC, et al., Under Chapter 11 of the Bankruptcy Code, dated as of July 17, 2014 (ECF Doc. No. 50); and upon the *Affidavits of Service* (ECF Doc. Nos. 51 and 52) evidencing service of the *Notice of (A) Entry of Order Conditionally Approving Debtors' Disclosure Statement, (B) Hearing to Finally Approve Adequacy of Debtors' Disclosure Statement, and to Confirm Debtors' Plan of Reorganization, (C) Deadline for Submission of Ballots, and (D) Deadline for Filing Objections to Adequacy of Disclosure Statement and Confirmation of the Plan* with related Exhibits, and the Ballot for accepting or rejecting the Plan, as applicable, in compliance with the Disclosure Statement Order, upon creditors and equity security holders; and upon the *Declaration of John Elmer in Support of Confirmation of First Amended Plan of Reorganization for the Debtors*, dated August 25, 2014 (ECF Doc. No. 62); and upon the *Declaration Regarding Voting On and Tabulation of Ballots Accepting and Rejecting First Amended Plan of Reorganization for CD Stores, LLC, et al. Under Chapter 11 of the Bankruptcy Code* (ECF Doc. No. 63); and upon the hearing (the "**Confirmation Hearing**") held on September 2, 2014, the transcript of which is incorporated herein by reference; and it having been determined at the Confirmation Hearing that the requirements for final approval of the Disclosure Statement and confirmation of the Plan set forth in 11 U.S.C. §§ 1125 and 1129(a), and all other relevant sections of the Bankruptcy Code have been satisfied; it is hereby

ORDERED, that the Disclosure Statement is approved on a final basis; and it is further

ORDERED, that the Plan is confirmed in the form annexed hereto as **Exhibit A**; and it is further

ORDERED, that pursuant to Rule 3020 of the Federal Rules of Bankruptcy Procedure, Article XI of the Plan (i) describes in reasonable detail all acts enjoined under the Plan, (ii) is specific in its terms regarding the injunction, and (iii) identifies the entities subject to the injunction.

Dated: New York, New York
September 2, 2014

/S/ Shelley C. Chapman
HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE